

JUDICIAL PANEL ON
MULTIDISTRICT LITIGATION

FEB 15 2007

FILED
CLERK'S OFFICE**RELEASED FOR PUBLICATION****DOCKET NO. 1820****BEFORE THE JUDICIAL PANEL ON MULTIDISTRICT LITIGATION****IN RE WEBLOYALTY.COM, INC., MARKETING AND SALES PRACTICES
LITIGATION****BEFORE WM. TERRELL HODGES,* CHAIRMAN, D. LOWELL JENSEN,* J.
FREDERICK MOTZ, ROBERT L. MILLER, JR., KATHRYN H. VRATIL, DAVID
R. HANSEN AND ANTHONY J. SCIRICA, JUDGES OF THE PANEL****TRANSFER ORDER**

This litigation consists of the four actions listed on Schedule A and pending in two districts as follows: three actions in the District of Massachusetts and one action in the Central District of California. Plaintiffs in the three Massachusetts actions move the Panel, pursuant to 28 U.S.C. § 1407, for centralization of the litigation in the District of Massachusetts. Common defendant Webloyalty, Inc. (Webloyalty), the web retailer defendants¹ in each action and the California plaintiff² agree that Section 1407 centralization in the District of Massachusetts is appropriate.

On the basis of the papers filed and the hearing held (without oral argument), the Panel finds that the actions in this litigation involve common questions of fact, and that centralization under Section 1407 in the District of Massachusetts will serve the convenience of the parties and witnesses and promote the just and efficient conduct of the litigation. All actions are brought as putative nationwide class actions raising common questions of fact and law against defendants allegedly engaged in a scheme to defraud consumers whose personal and/or credit card information was accessed by Webloyalty during online transactions (with the defendant web retailer(s) involved in each action) as part of Webloyalty's Reservation Rewards or other programs.³ Centralization under Section 1407 is necessary in order to eliminate duplicative discovery, prevent inconsistent pretrial rulings, and conserve the resources of the parties, their counsel and the judiciary.

The Panel is persuaded that the District of Massachusetts is an appropriate transferee district for this litigation. Webloyalty is headquartered nearby and it is likely to be the source of a substantial number

* Judges Hodges and Jensen took no part in the decision of this matter.

¹ Fandango, Inc. d/b/a Fandango.com and Priceline.com, Inc. d/b/a Priceline.com are each a defendant in one Massachusetts action. Affiliated web retailer defendants in the other Massachusetts action are Nelson Shane Garrett and Maxim O. Khokhlov d/b/a JustFlowers.com and GiftBasketsASAP.com. Valueclick, Inc. d/b/a 123inkjets.com is the web retailer defendant in the California action.

² Plaintiff initially opposed centralization, but, on January 4, 2007, notified the Panel that he now supports centralization in the Massachusetts forum.

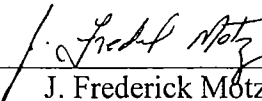
³ Travel Values Plus, Shopper Discounts & Rewards, Buyer Assurance and WalletShield.

- 2 -

of witnesses and documents subject to discovery. All parties agree that this district is an appropriate forum for conducting Section 1407 proceedings.

IT IS THEREFORE ORDERED that, pursuant to 28 U.S.C. §1407, the action listed on Schedule A and pending in the Central District of California is transferred to the District of Massachusetts and, with the consent of that court, assigned to the Honorable Joseph L. Tauro for coordinated or consolidated pretrial proceedings with the actions pending in that district and listed on Schedule A.

FOR THE PANEL:



J. Frederick Motz
Acting Chairman

SCHEDULE A

MDL-1820 -- In re Webloyalty.com, Inc., Marketing and Sales Practices Litigation

Central District of California

Alcides Melo v. Webloyalty.com, Inc., et al., C.A. No. 2:06-6329

District of Massachusetts

Joe W. Kuefler v. Webloyalty.com, Inc., et al., C.A. No. 1:06-11620

Kim Crouse v. Webloyalty.com, Inc., et al., C.A. No. 1:06-11834

Monica Staaf v. Webloyalty.com, Inc., et al., C.A. No. 1:06-11835